



GOODLUCK INDIA LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

Regd. Off:

509, Arunachal Building, Barakhamba Road, Connaught Place, New Delhi 110001,

CIN: L74899DL1986PLC050910; www.goodluckindia.com

CONTENTS	PAGE NO.
INTRODUCTION	1
DEFINITIONS	1
DISCLOSURE OF EVENTS/INFORMATION	2
CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION	3
EVENTS OR INFORMATION HAVING MATERIAL EFFECT ON THE COMPANY	3
AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE	3-4
DISCLOSURES ON COMPANY'S WEBSITE AND DISCLOSURES PRESERVATION PERIOD	4
REPLIES TO QUERIES RAISED BY STOCK EXCHANGES	4
AMENDMENTS OF THE POLICY	4
Annexure -I	5-8
Annexure - II	9

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

Under Regulation 30(4) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 read with the Schedule III of the said Regulations

1. INTRODUCTION:

This policy is framed as per requirement of Regulation 30(4)(ii) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015. The Objective of this policy is to set guidelines for determination of materiality of the events or information and adequate and timely disclosure thereof as required under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements), 2015 by the Company.

2. DEFINITIONS:

I. Act: Means the Companies Act, 2013

II. Board of Directors or Board: Means the Directors of the Company, as constituted from time to time.

III. The Company: Means Goodluck India Limited

IV. LODR Regulation: Means SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

V. Compliance Officer: The Officer appointed by the Board of Directors of the Company for the purpose of these regulations from time to time.

VI. SEBI: The Securities Exchange Board of India

VII. Rules: Rules made under the Companies Act, 2013.

VIII. Regulation: Regulation made under the SEBI Act.

IX. Material Event: Material Event mean such event or information as set out in the Annexures to the Policy or as may be determined in terms of Clause 4 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

X. **Policy:** Policy shall mean this Policy.

XI. **Stock Exchange:** Means the BSE Limited or NSE Limited where the equity shares of the Company are listed.

3. DISCLOSURE OF EVENTS/INFORMATION:

3.1 Events specified in **Annexure-I** are deemed to be material events and shall be first disclosed to Stock Exchanges as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of event or information.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of the event or information, an explanation for such delay, along with such disclosures shall be provided.

3.2 The disclosures, with respect to events specified in item 4 of Annexure-I of the Policy, shall be made within thirty (30) minutes of the conclusion of the Board Meeting.

3.3 The Company shall make disclosure of all events/information based upon application of the guidelines of materiality as mentioned in Annexure II therein.

3.4 The Company shall, with respect to disclosures referred to in this Policy, make, disclosures to Stock Exchanges updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

3.5 All the events or information or updates thereto, which has been disclosed to Stock Exchanges as per this Policy shall be hosted on the website of the Company for a minimum period of five (5) years and thereafter shall be archived as per the Archival Policy of the Company

3.6 The Company shall, from time to time, disclose all events or information with respect to its subsidiaries which are material for the Company as per the criteria of materiality as per Clause 4 read with Clause 3.3 of this Policy.

4. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

The Materiality of the events / information shall be determined on the basis of following criteria:

(a) whether the omission of disclosure of an event or information, is likely to result in discontinuity or alteration of event or information already available publicly; or

(b) whether the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;

(c) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information shall be treated as being material if in the opinion of the Board of Directors of the Company, the event/information is considered material.

5. EVENTS OR INFORMATION HAVING MATERIAL EFFECT ON THE COMPANY

Notwithstanding anything contained herein, where an event occurs or an information is available with the Company, which has not been indicated in Annexure I or II, but which may have material effect on the Company, the Company shall make adequate disclosures in that regard.

6. AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE:

The following KMPs are authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange: -

Name	Mr. M C Garg	Mr. R C Garg	Mr. Sanjay Bansal	Mr. Abhishek Agrawal
Designation	Chairman & WTD	WTD	CFO	CS
Authorization	To determine the materiality of any events or information and for making disclosure to the Stock Exchanges	To determine the materiality of any events or information and for making disclosure to the stock Exchanges	To determine the materiality of any events or information	To disclose the material events or information to the stock exchanges.

7. DISCLOSURES ON COMPANY'S WEBSITE AND DISCLOSURES PRESERVATION PERIOD

The Company shall disclose on its website all such events or information which has been disclosed to stock exchange under this policy, and such disclosures shall be hosted on the website of the company for a minimum period of five years and thereafter as per the Documents Preservation Policy of the Company.

8. REPLIES TO QUERIES RAISED BY STOCK EXCHANGES

8.1 The Company shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any events or information.

8.2 The Company may on its own initiative, if it comes across any reports or news creating market reaction, confirm or deny any reported event or information to Stock Exchanges

9. AMENDMENTS OF THE POLICY

The Board may, subject to the applicable laws, amend any provision(s) or substitute any provision(s) of the Policy with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring;

Explanation. - 'Acquisition' shall mean, -

- i. acquiring control, whether directly or indirectly; or
- ii. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
 - a) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - b) there has been a change in holding from the last disclosure and such change exceeds two per cent of the total shareholding or voting rights in the said company.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.;

3. Revision in credit rating(s);

4. Outcome of Meetings of the Board of Directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following: a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;

- b) any cancellation of dividend with reasons thereof;

- c) the decision on buyback of securities;

- d) the decision with respect to fund raising proposed to be undertaken

- e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;

f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;

g) short particulars of any other alterations of capital, including calls;

h) financial results;

i) decision on voluntary delisting by the Company from Stock Exchanges.

5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof;

6. Fraud/defaults by Promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or Promoter;

7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;

7A. In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.

7B. Resignation of auditor including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:

- i) Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges
- ii) The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
- iii) The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified in sub-clause (i) above.

8. Appointment or discontinuation of share transfer agent;

9. Corporate debt restructuring;
10. One-time settlement with a bank;
11. Reference to BIFR and winding-up petition filed by any party /creditors;
12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company;
13. Proceedings of Annual and extraordinary general meetings of the Company
14. Amendments to memorandum and articles of association of Company, in brief;
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.
16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
 - a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
 - b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
 - c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;
 - d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
 - e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - f) Appointment/ Replacement of the Resolution Professional;
 - g) Prior or post-facto intimation of the meetings of Committee of Creditors;
 - h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in

the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;

- i) Number of resolution plans received by Resolution Professional;
- j) Filing of resolution plan with the Tribunal;
- k) Approval of resolution plan by the Tribunal or rejection, if applicable;
- l) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
- m) Any other material information not involving commercial secrets.
- n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
- o) Quarterly disclosure of the status of achieving the MPS;
- p) The details as to the delisting plans, if any approved in the resolution plan.

17. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:

- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
- b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.]

Annexure II

Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30):

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new line(s) of business, closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition or product launch.
4. Awarding, bagging / receiving, amendment or termination of awarded/bagged orders/contracts, not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the Company.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Frauds/ defaults, etc. by directors (other than key managerial personnel) or employees of the Company.
10. Options to purchase securities including any ESOP / ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. Any other information / event viz. major development that is likely to affect the business e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable securities holders of the Company to appraise its position and to avoid the establishment of a false market in the securities of the Company.
14. Occurrence of any event or availability of information which is not specified pursuant to the Regulation 30 of the Listing Regulations, but which may have material effect on the Company.